

## EXHIBIT C

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(As amended by Form 10-K/A Amendment No. 1)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the fiscal year ended March 28, 1997

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-9037

International Technology Corporation

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

33-0001212  
(I.R.S. Employer  
Identification No.)

2790 Mosside Boulevard, Monroeville, Pennsylvania 15146-2792  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (412) 372-7701

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 Par Value	New York Stock Exchange; Pacific Stock Exchange
Preferred Stock Depositary Shares	New York Stock Exchange; Pacific Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

The aggregate market value of the registrant's voting stock held by non-affiliates of the registrant at June 13, 1997, was approximately \$75,284,000 (based upon the closing sale price of its common stock on the New York Stock Exchange as reported by The Wall Street Journal on such date.)

At June 13, 1997 the registrant had issued and outstanding an aggregate of 9,741,715 shares of its common stock, including 6,208 shares held in treasury.

Documents Incorporated by Reference

None.

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**INTERNATIONAL TECHNOLOGY CORPORATION**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE FISCAL YEAR ENDED MARCH 28, 1997**

**TABLE OF CONTENTS**

<u>Item</u>		<u>Page</u>
	<b>PART I</b>	
1	Business .....	2
	General .....	2
	Background .....	3
	Operations .....	3
	General .....	3
	Engineering and Construction .....	4
	Consulting and Ventures .....	4
	International .....	5
	Customers .....	5
	Competition .....	6
	Technology Development .....	7
	Regulations .....	7
	Environmental Contractor Risks .....	10
	Insurance and Risk Management .....	11
	Discontinued Operations .....	11
	Employees .....	11
2	Properties .....	12
3	Legal Proceedings .....	12
4	Submission of Matters to a Vote of Shareholders .....	12
4A	Executive Officers of the Company .....	13
	<b>PART II</b>	
5	Market for the Registrant's Common Stock and Related Shareholder Matters .....	14
6	Selected Financial Data .....	15
7	Management's Discussion and Analysis of Results of Operations and Financial Condition .....	15
8	Financial Statements and Supplementary Data .....	23
9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure .....	48
	<b>PART III</b>	
10	Directors and Executive Officers of the Registrant .....	48
11	Executive Compensation .....	50
12	Security Ownership of Certain Beneficial Owners and Management .....	57
13	Certain Relationships and Related Transactions .....	60
	<b>PART IV</b>	
14	Exhibits, Financial Statement Schedule and Reports on Form 8-K .....	62

**INTERNATIONAL TECHNOLOGY CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In the third quarter of fiscal year 1996, the Company reported a \$14,600,000 (\$1.62 per share) after tax loss related to the recapitalization of Quanterra (see Quanterra) and a \$7,500,000 (\$.83 per share) deferred tax asset valuation allowance adjustment. (See Income taxes.)

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

There were none.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.**

**Board of Directors Following the Carlyle Investment**

At the 1996 Annual Meeting of Stockholders, held November 20, 1996, stockholders approved a cash investment (the "Investment") of \$45,000,000 in the Company by certain investors affiliated with The Carlyle Group (collectively, "Carlyle"), a private merchant bank headquartered in Washington, D.C. In consideration of its investment, Carlyle received 45,000 shares of newly issued Cumulative Convertible Participating Preferred Stock, par value \$100 per share (the "Convertible Preferred Stock"), and warrants (the "Warrants") to purchase up to 1,250,000 shares of the Company's Common Stock (at the current exercise price of \$11.39 per share). Holders of the Convertible Preferred Stock own approximately 38% of the voting power of the Company (43% assuming exercise of the Warrants). Carlyle's purchase of the Convertible Preferred Stock and Warrants was financed through the private sale of interests in limited partnerships affiliated with Carlyle or through other entities. These partnerships and other entities then purchased the Convertible Preferred Stock and Warrants.

Pursuant to the terms of the Investment, Carlyle is entitled to elect a majority of the Company's Board of Directors, until November 20, 2001, which date is five years from the consummation of the Investment (the "Five-Year Period"), provided that Carlyle continues to own at least 20% of the voting power of the Company. Also pursuant to the terms of the Investment, the number of directors comprising the Company's Board shall be an odd number. A majority of the directors (the "Preferred Stock Directors") will be elected by the holders of the Convertible Preferred Stock acting by written consent and without a meeting of the Common Stock holders, and the remaining directors (the "Common Stock Directors") will be elected by the Common Stock holders. Presently, the Board of Directors consists of seven members, four of whom are Preferred Stock Directors and three of whom are Common Stock Directors. The four Preferred Stock Directors serve for annual terms. The Investment agreements also provide that at least two of the directors elected by the holders of the Common Stock will have no employment or other relationship with the Company or Carlyle, other than their positions as directors of the Company. During the Five-Year Period, holders of the Convertible Preferred Stock will not participate in elections of the Common Stock Directors and the Preferred Stock Directors will not have the right to vote on the election of any director to fill a vacancy among the Common Stock Directors. At the end of the Five-Year Period, provided that Carlyle continues to own at least 20% of the voting power of the Company, holders of the Convertible Preferred Stock will be entitled to elect the largest number of directors which is a minority of the directors of the Company and to vote with the Common Stock holders (as a single class) on the election of the remaining directors. Additionally, the holders of the Convertible Preferred Stock, in the event they no longer have the right to elect at least a minority of the directors, will have the right (voting as a class with holders of the Company's 7% Cumulative Convertible Exchangeable Preferred Stock, par value \$100 per share, and any other parity stock) to elect two directors to the Board in the event the Company fails to make payment of dividends on the Convertible Preferred Stock for six dividend periods.

Under the classified Board of Directors and cumulative voting provisions of the Company's Certificate of Incorporation, the Common Stock Directors of the Company serve for three year terms which are staggered to provide for the election of

approximately one-third of the Board members each year, and stockholders are entitled to cumulative voting rights in the election of Common Stock Directors.

Certain information about the directors is set forth in the following table.

<u>Name</u>	<u>Age</u>	<u>Current Position</u>	<u>Term to expire</u>	<u>Director of the Company since</u>
<b>Common Stock Directors:</b>				
Anthony J. DeLuca(1).....	50	Director, President and Chief Executive Officer	1997	1996
E. Martin Gibson(3).....	59	Director	1998	1994
James C. McGill(3).....	53	Director	1999	1990
<b>Preferred Stock Directors:</b>				
Daniel A. D'Aniello(1)(2).....	50	Director and Chairman of the Board (non-officer position)	1997(4)	1996
Philip B. Dolan(1)(2).....	39	Director	1997(4)	1996
James David Watkins(2).....	70	Director	1997(4)	1996
Robert F. Pugliese(3).....	64	Director	1997(4)	1996

(1) Member of Executive Committee.

(2) Member of Compensation Committee.

(3) Member of Audit Committee.

(4) The Preferred Stock Directors serve for annual terms. The holders of Convertible Preferred Stock have indicated to the Company their intention to reelect, on or before the date of the Company's 1997 Annual Meeting of Stockholders, Mr. D'Aniello, Mr. Dolan, Admiral Watkins and Mr. Pugliese to serve an annual term to expire in 1998.

#### **Background of the Directors**

Mr. DeLuca was named President and Acting Chief Executive Officer and a director of the Company as of July 1, 1996 and President and Chief Executive Officer as of July 22, 1997. Prior thereto, Mr. DeLuca had been Senior Vice President and Chief Financial Officer of the Company since March 1990. Before joining the Company, Mr. DeLuca had been a senior partner at the public accounting firm Ernst & Young LLP.

Mr. Gibson became a director of the Company on October 11, 1994 and was Chairman of the Board of Directors, a non-officer, non-employee position, from April 6, 1995 until the closing of the Investment. From 1990 until December 1994, Mr. Gibson served as Chairman of Corning Life Sciences, Inc., a subsidiary of Corning Incorporated. Mr. Gibson served in various other senior management capacities with Corning Incorporated during his 32 year career there, including as a Senior Vice President and General Manager of Corning Medical and Scientific Division from 1980 until 1983, and as Group President of Corning Consumer Products and Laboratory Sciences from 1983 until 1990. From 1983 to 1994, Mr. Gibson served on the Board of Directors of Corning Incorporated. Mr. Gibson also serves on the Boards of Directors of Hardinge, Inc. and NovaCare, Inc.